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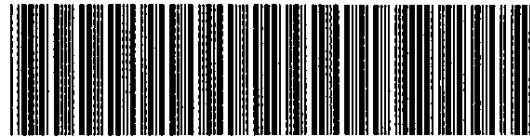
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REGISTRATION OF STATE
INSTRUMENTS, FLORIDA

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JAMES J. DORL, P.A.

ATTORNEY AT LAW

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5701 Overseas Highway

Post Office Box 500177

Marathon, Florida 33050

JAMES J. DORL, Esq.
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July 30, 2014

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: MARATHON LIONS CLUB, INC.

Gentlemen:

In order to incorporate the above not-for-profit entity, enclosed for filing are:

1. the original Articles of Incorporation of **MARATHON LIONS CLUB, INC.**, along a copy of those Articles; and,
2. our check in the amount of \$78.75 in payment of the filing fees and fees for certification of the copy of the Articles.

Once filed with your office, please return a certified copy and corporate charter to our office in the enclosed self-addressed, stamped envelope.

Thank you very much, in advance, for your assistance with this matter. Should you have any questions, or require additional information, please do not hesitate to call (collect, if necessary).

Very truly yours,

JAMES J. DORL, P.A.,

By: 

Dona Marie Varney, Legal Assistant to Mr. Dorl

/dmh
Encs.

**ARTICLES OF INCORPORATION
OF
MARATHON LIONS CLUB, INC.**

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14 JUL 31 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are hereby made and acknowledged by the undersigned to be filed with the Secretary of State, State of Florida, for the purpose of forming a corporation not-for-profit in accordance with the laws of the State of Florida.

Article I -- Name

The name of the corporation shall be **MARATHON LIONS CLUB, INC.**

Article II -- Principal Office

The location of the principal place of business of the corporation shall be 2421 Grouper Drive, Marathon, Florida 33050; and, the mailing address of the corporation business shall be 2421 Grouper Drive, Marathon, Florida 33050.

Article III -- Term of Existence

The corporation shall have perpetual existence; and, the commencement of the corporate existence shall be at the time of filing of these Articles of Incorporation by the Department of State of the State of Florida.

Article IV -- Initial Registered Agent and Street Address

The address of the initial registered office of this Corporation in the State of Florida is: 5701 Overseas Highway, Suite 12, Marathon, Florida 33050; and, the name of the initial registered agent at that address is James J. Dorl.

Article V -- Purpose

Subject to the restrictions set forth below, the purposes for which the corporation is organized are:

- a. To create and foster a spirit of understanding among the peoples of the world;

- b. to promote the principles of good government and good citizenship;
- c. to take an active interest in the civil, cultural, and social and moral welfare of the community;
- d. to unite the members in the bonds of friendship, good fellowship and mutual understanding;
- e. to provide a forum for the discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members;
- f. to encourage service-minded people to serve their community without personal financial regard, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

Despite any contrary provisions of these Articles:

No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, affecting one or more of its purposes).

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No substantial part of the activities of the corporation shall be the carrying on or propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office

The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code.

Despite any other provision of these Articles of Florida law, the corporation shall not carry on any activities not permitted for an organization exempt under Section 501(a) and 501(c)(3) of the Internal Revenue Code, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

The general nature of the business to be transacted by the corporation shall be to receive, invest and administer real and personal property; and to apply all property received, as well as the income it produces, exclusively for charitable, religious, scientific, literary and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Article VI – Manner of Election of Directors

The manner in which the Directors are elected shall be by the members of the Club at an annual election meeting as outlined in the Club's By-Laws, and the manner in which any Directors are appointed shall be as provided for, from time to time, in the By-Laws. All Officers and Directors shall be members in good standing of the Club. The term of office of the Directors, and Officers of the Club,, shall be as provided for in the Club's By-Laws, form time to time; however, no term of office or directorship shall exceed a term of three (3) years.

Article VII – Initial Directors and/or Officers

The names and addresses of the first Board of Directors and Officers, who subject to the provisions of the Articles of Incorporation, By-Laws and the general laws of the State of Florida shall hold office for the first year of the corporation's existence or until their successors shall be duly elected and qualified are:

<i>Name</i>	<i>Office</i>	<i>Address</i>
William Gonzalez	President and Director	1334 Marlin Drive Marathon, FL 33050
Charlotte Quinn	Secretary and Director	493 James Avenue Ocean Marathon, FL 33050
Nelson L. Melloite	Treasurer and Director	2421 Grouper Drive Marathon, FL 33050

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Article VIII – Incorporator

The name and address of the Incorporator of this Corporation is: William Gonzalez, 1334 Marlin Drive, Marathon, Florida 33050.

Article IX – Dissolution

Upon the dissolution and winding up of the Corporation, after paying or adequately providing for its debts and obligations, its remaining assets, if any, shall be distributed to a non-profit fund, foundation,

or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

Article X – Prohibited Activities

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

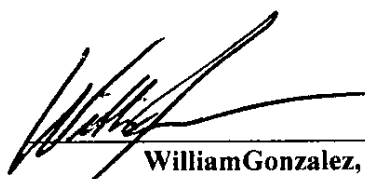
The Corporation is not organized, and shall not be operated, for pecuniary gain or profit. It does not contemplate the distribution of gains, profits, or dividends to its members or to any private individual or organization, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

The property, assets, profits and net income of the Corporation are dedicated irrevocably to the purposes set forth in Article V above. No part of the profits or net income of the Corporation shall ever inure to the benefit of any director, trustee, officer, or member of the Corporation, or to the benefit of any private individual.

Article XI --Membership and Operation

The Corporation anticipates having members, and any person of legal majority may be granted membership in this Lions Club. The members of the Club shall adopt a Constitution and By-Laws providing for the operation of the club, and the rights, privileges, and obligations of each member shall be as outlined in those By-Laws. The members of the Club reserve the right to amend, alter or repeal any provisions contained in these Articles of Incorporation, the Club's Constitution and/or its By-Laws, from time to time, in the manner now or hereafter prescribed by law, and all rights conferred upon members shall be granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed her name on this 14 day of July, 2014.



William Gonzalez, Incorporator

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CLERK OF COURT
COUNTY OF LOS ANGELES
COURT HOUSE
400 N. GARDEN ST.
LOS ANGELES, CA 90012

STATE OF FLORIDA }
COUNTY OF MONROE }

ss.

Be it Known, that on this 30 day of July, 2014, before me, a Notary Public in and for the State and County aforesaid, personally came and appeared **William Gonzalez**, to me known to be the same person described in and who executed the foregoing instrument, and acknowledged the execution thereof to be his free act and deed, for the uses and purposes therein set forth.

(Check one:)



Said person(s) is/are personally known to me.

Said person(s) provided the following identification: _____

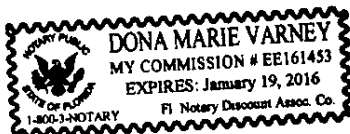


Signature of Notary Public

DONA MARIE VARNEY

Typed/Printed Name of Notary

My Commission Expires:



Acceptance of Registered Agent

I, **James J. Dorl**, having been named as Registered Agent, hereby agree to accept service of process for the above-named corporation at the place designated in the above Articles of Incorporation; I hereby state that I am familiar with and hereby accept the appointment as Registered Agent and agree to act in this capacity, as required by law.


James J. Dorl, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA